

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X-----
In re: : Chapter 11
W.R. GRACE & CO., *et al.*, : Case No. 01-1139 (JFK)
Debtors. : (Jointly Administered)
-----X-----

NOTICE OF DISPOSITION OF EQUITY SECURITIES

PLEASE TAKE NOTICE that York Capital Management, L.P. ("YCM") hereby provides notice of its disposition of one or more shares of the equity securities (the "Equity Securities") of W.R. Grace & Co. or an Option with respect thereto (the "Transfer").

PLEASE TAKE FURTHER NOTICE that on February 14, 2011, YCM filed a Notice of Status as a Substantial Equityholder¹ with the United States Bankruptcy Court for the District of Delaware (the "Court") and served copies thereof on the Debtors' counsel.

PLEASE TAKE FURTHER NOTICE that YCM Beneficially Owned, immediately prior to the Transfer described in this Notice, **427,669** shares of Equity Securities of W.R. Grace & Co.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Transfer, YCM disposed of **43,841** shares of Equity Securities. Following the Transfer, YCM Beneficially Owns **383,828** shares of Equity Securities.

PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, YCM hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order of this Court, entered on January 26, 2005, Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures, this Notice is being (A) filed with the Court, and (B) served upon Baer Higgins & Fruchtman LLC, counsel to the Debtors, 111 E. Wacker Drive, Suite 2800, Chicago, Illinois 60601-4211, Attn.: Janet S. Baer, Esq.

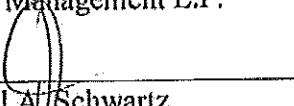
¹ For purposes of this Notice, all capitalized terms not defined herein shall have the same meaning as is set forth in the Final Order of this Court, entered January 26, 2005, Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures.

YCM understands that any further transaction that may result in YCM selling, trading or otherwise transferring shares of Equity Securities (or an Option with respect thereto) may each require an additional notice filed with the Court to be served in the same manner as this Notice.

Dated: May 3, 2011
New York, New York

Respectfully submitted,

York Capital Management L.P.

By: 
Name: Daniel A. Schwartz
Title: Chief Investment Officer of its
General Partner
York Capital Management
767 5th Ave., 17th Floor
New York, NY 10153
Ph 212-710-6549
Fax 212-710-6590

